

**THE  
GREENBRIER  
COMPANIES**

The Greenbrier Companies, Inc.

One Centerpointe Drive Suite 200  
Lake Oswego Oregon 97035  
503 684 7000 Fax 503 684 7553

September 1, 1998

RECORDATION NO. 21627-A FILED

SEP 8 '98

3-51 PM

RECEIVED  
TRANSPORTATION  
BOARD  
SEP 8 3 51 PM '98

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, D.C. 20423-0001

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are three (3) originals and two (2) photocopies of a Memorandum of Lease Agreement for Rider No. 2 dated as of March 23, 1998, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

This document relates to the Memorandum of Lease Agreement for Rider No. 1 which is being filed at the same time as this Memorandum of Lease for Rider No. 2.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Corporation  
One Centerpointe Drive, Suite 200  
Lake Oswego, Oregon 97035

Lessee: Columbia & Cowlitz Railway Company  
33405 8th Avenue, South  
Federal Way, WA 98003

A description of the railroad equipment covered by the enclosed document is:

Twenty-five (25) 73-foot, standard deck, center partition flatcars with 286,000 Gross Rail Load bearing marks and numbers CRLE 23115 through CRLE 23139, inclusive.

Mr. Vernon A. Williams  
September 1, 1998  
Page 2

Also enclosed is a payment of \$26 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

A short summary of the enclosed primary document to appear in the Commission's Index is:

Memorandum of Lease Agreement for Rider No. 2 dated as of March 23, 1998 covering twenty-five (25) center partition flatcars bearing marks and numbers CRLE 23115 through CRLE 23139, inclusive.

Sincerely,

A handwritten signature in cursive script that reads "Janet E. Johnston".

Janet E. Johnston  
Assistant to the  
Executive Vice President

jej  
Enclosure

cc: Robert W. Alvord, Esq.

RECORDATION NO. 21622-A FILED

SEP 8 '98

3-51 PM

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MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

COLUMBIA & COWLITZ RAILWAY COMPANY,  
A WHOLLY OWNED SUBSIDIARY OF WEYERHAEUSER COMPANY ("LESSEE")

MARCH 23, 1998

RIDER NO. 2

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Memorandum of a Lease Agreement for Rider No. 2 made and entered into as of March 23, 1998 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Lessor") Columbia & Cowlitz Railway Company, a wholly owned subsidiary of Weyerhaeuser Company, a Washington corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor twenty-five (25) 73-foot, standard deck, center partition flatcars with 286,000 Gross Rail Load marked and numbered as follows:

CRLE 23115 through CRLE 23139, inclusive.

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Lease Term, as defined in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

GREENBRIER LEASING CORPORATION

By: James M. Webb, E.V.P.

COLUMBIA & COWLITZ RAILWAY COMPANY,  
a wholly owned subsidiary of Weyerhaeuser Company

By: William A. Hays

STATE OF OREGON

)

) ss.

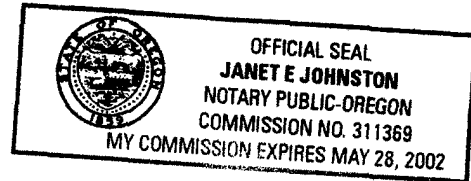
COUNTY OF CLACKAMAS

)

On this 1<sup>st</sup> day of September, 1998, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Executive Vice President of Greenbrier Leasing Corporation that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E Johnston  
NOTARY PUBLIC

My commission expires: 5-28-2002



STATE OF Washington )  
 ) ss.  
COUNTY OF Cowlitz )

On this 27 day of August, 1998, before me personally appeared William Ellings, to me personally known, who being by me duly sworn, says that he is the General Manager of Columbia & Cowlitz Railway Company, a wholly owned subsidiary of Weyerhaeuser Company, that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Susan K. Starnell  
NOTARY PUBLIC

My commission expires: 2-16-2001